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IN RE RESORT CONDOMINIUMS
INTERNATIONAL, LLC

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**
Civil Action No. 06-CV-1222 (PGS)

ORDER

The Court having previously entered an Order on December 17, 2008 that i) preliminarily approved the settlement of this matter and ii) directed that counsel file their fee petition papers, opposition and reply so that the fee application could be returnable and heard at the final fairness hearing; The fee petition papers were duly filed and thereafter on October 8, 2009 (docket no. 248); the Court entered a Notice and requested an update as to additional fees and costs that may be warranted; The update was duly filed; The Court having considered all of the pleadings and papers heretofore filed and served in this matter, including the motion for an award of attorneys fees and enhancement filed by plaintiffs on May 1, 2009, an update to same as requested by the Court and all opposition filed thereto; The Court having been advised that after the motion and update were filed by plaintiffs, defendant agreed not to oppose an award equal or less to \$1,775,000.00 and plaintiffs agreed to reduce their application to an award for \$1,775,000.00; The Court also having considered the argument of counsel; Finding that the applicable law provides for fee shifting in this matter; Finding further that the fees and costs sought in connection with the motion as amended are fair, reasonable and consistent with what other counsel charge in this District for similar services; Finding further that counsel did not engage in any negotiation of attorneys' fees until after the settlement agreement was fully

executed and had been preliminarily approved by the Court; and, for the reasons stated on the record; and for good cause having been shown;

IT IS HEREBY ORDERED as follows:

1. Plaintiffs' counsel are collectively awarded the total amount of \$1,775,000 (\$1,698,426.67 for attorneys' fees and \$76,573.33 for reimbursement of costs) to be paid in the manner specified below within five (5) business days from the date this Order is entered on the docket or December 28, 2009, whichever is later. Plaintiffs' counsel may not seek any additional attorneys' fees or costs from RCI in this matter.
2. RCI shall wire the full \$1,775,000.00 to a separate settlement bank account established by Green Welling, P.C. established solely for the purpose of holding the fees and costs awarded by this Order (the "Settlement Account"). No funds may be disbursed, transferred, or withdrawn from the Settlement Account until after the Effective Date of the Settlement Agreement shall have occurred, except as provided by paragraph 3 of this Order. Green Welling, P.C. shall provide RCI, through RCI's counsel, with monthly bank statements showing all activity in the Settlement Account.
3. In the event the Settlement Agreement is terminated, within five (5) business days thereafter, Green Welling, P.C. shall return all funds paid pursuant to this Order and held in the Settlement Account, including any interest earned on such funds, to RCI according to RCI's written instructions.
4. The incentive awards in the Settlement Agreement for the benefit of the Plaintiffs (as defined in the Settlement Agreement) be and hereby are approved, and the cash portion of the

incentive award (\$375.00 for each of the Plaintiffs, for a total of \$2,625.00) shall be paid by RCI to Green Welling, P.C., in trust for the benefit of the Plaintiffs, within thirty (30) days from the date this Order is entered on the docket. Green Welling shall confirm, in writing, that and the manner in which such distribution has been made.

DATE: 12/9/09

Peter G. Sheridan
PETER G. SHERIDAN, U.S.D.J.